

**COMPANIES ACTS, 1963 to 2009**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**-of-**

**IRISH AUTISM ACTION**

1. The name of the Company is IRISH AUTISM ACTION and replaces the organisation previously known as the Irish Autism Alliance.
2. The principal objects for which the company is established are:-
  - a) To promote an understanding of Autism, provide information on education, health, entitlements, therapies and all related aspects without limitation as regards Autism and similar disabilities, to act as a support group and a general advice provider.
  - b) To promote the developments of services and supports for people with Autism.
3. In furtherance of its principal objects the Company shall have the following subsidiary objects and powers:-
  - a) To provide support to family members and siblings of people with Autism.
  - b) To provide information, advice and guidance to people with Autism, their families, friends and advocates.
  - c) To promote the highest standards of care, education, training, employment and service delivery for people with Autism.
  - d) To promote advocacy, including self-advocacy and to support people with Autism in the decision making process which affects their lives.
  - e) To engage in public education and awareness on all aspects of Autism and to develop positive attitudes to Autism.
  - f) To forge strategic alliances and co-operation in areas of common concern among persons working in Autism services or associated fields and people with disabilities and their representative organisations with similar objects.
  - g) To encourage the formation of regional and local associations.

- h) To publish, co-operate in or promote the publication of information in any formats and to organise lectures, broadcasts and courses in relevant and allied fields
  - i) To promote and engage in research.
  - j) To promote in Ireland the advancement of the provision, maintenance and development of high quality services for people with Autism through information sharing, national and international policy formulation, quality actions, public education and other actions.
  - k) To provide or assist in the provision of money, materials or other help of whatsoever kind in and towards the main objects aforesaid.
  - l) To publish, co-operate in or promote the publication of books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter and to organise lectures, broadcasts and courses of instruction by any other means of communication available.
4. To the extent that the same are essential or ancillary to the promotion or attainment of the main objects of the Company as heretofore set out the Company may exercise the following powers
- a) To take over, hold and administer or exchange any land, buildings or real or personal property in Ireland which now belongs to or is held in trust for Irish Autism Action or to sell, lease, let, dispose of or deal with any lands, buildings or other real or personal property of the Company.
  - b) To engage or employ such persons (not being a director) (whether as employees, consultants, advisors, administrators, instructors, teachers, demonstrators or however) as may be requisite to the promotion of the main objects of the Company and on such reasonable terms and at such reasonable remuneration as the Board may think fit.
  - c) To acquire, obtain or receive by purchase, lease, exchange, hire, gift, donation, grant-in-aid, bequest or otherwise any moveable or immovable property in Ireland and any rights or privileges in Ireland which the Company may think necessary or convenient for the promotion of its main objects.
  - d) To construct, alter, restore, repair, maintain, take down or remove buildings, erections, walls, fences, railings, gates, seats, or other structures on lands and property held by or under the care or management (whether jointly or with any other person or not) of the Company and generally to maintain, uphold, manage, improve and develop the property of the Company.

- e) To acquire in any lawful manner (including acquisition by purchase out of any funds of the Company) and hold any lands, buildings and hereditaments, and any rights, easements or interests therein or thereover, and any chattels or other moveable property which may be necessary for the attainment of the main objects of the Company.
- f) To acquire in any manner (including acquisition by purchase out of any funds of the Company) and hold any investments (being at the time of acquisition of a nature authorised by law for the investments (being at the time of acquisition of a nature authorised by law for the investment of trust funds, or of a nature authorised by the trust of the funds out of which the same shall be acquired, or by the Donor of the same).
- g) To levy subscriptions on members of the Company and to accept subscriptions, donations and contributions, whether by way of capital or income, and whether occasional or recurring, from any person, body or Government and for that purpose to enter into any such covenant or agreement with such person, body or Government and on such terms as the Company may think fit, provided that the Company shall not undertake any permanent trading activities in raising funds for its charitable purposes.
- h) To take such steps by personal or written appeals, special meetings, exhibitions or otherwise as may be deemed expedient for the purpose of procuring such subscriptions, donations or contributions as hereinbefore mentioned.
- i) To invest any monies of the Company in such investments and in such manner as may from time to time be determined, and to hold, sell or deal with such investments and generally purchase, take on lease or in exchange or otherwise acquire any real and personal property and rights or privileges
- j) To subscribe for, take purchase or otherwise acquire and hold shares or other interests in, or securities of any other company having principal objects similar to those of the Company or carrying on any business capable of being carried on so as, directly or indirectly, to benefit the Company.
- k) To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building arrangement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

- l) Subject to such consents as may be required by law, to borrow or raise or secure the payment in such manner as the Company shall think fit, and in particular the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, and to purchase redeem or pay off any such securities.
- m) To act in concert or make arrangements with any Department of State, Corporation, County Council, Conservatory, Fishery or other Board or other Local authority or Body, Public or Private, now or hereafter constituted or with any institution of the European Communities or with any residents in the neighbourhood of property of the Company with reference to the main or subsidiary objects of the Company or any of them.
- n) To establish and support or aid in the establishment and support of any other charitable associations or institutions and to subscribe, lend or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its main objects.
- o) to amalgamate, merge or join with any charity having charitable objects similar to those of the Company for the purposes of better effectuating the charitable purposes.
- p) To adopt such means of making known the Company as may seem expedient.
- q) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property, undertaking, rights or assets of the Company and for such consideration as the Company might think fit. Generally to purchase, take on lease or in exchange or otherwise acquire any real and personal property and rights or privileges.
- r) To provide services of any kind including the carrying on of advisory and consultancy services as may be necessary for the attainment of the main object.
- s) To enter into partnership or into arrangement for sharing profits, union of interests, co-operation, joint venture or otherwise with any person or company or engage in any business or transaction capable for being conducted so as directly or indirectly to benefit the Company.

- t) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, letters of credit and other negotiable or transferable instruments.
- u) To undertake and execute any trusts the undertaking whereof may seem desirable, whether gratuitously or otherwise.
- v) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependants of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme and provided that such occupational pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the company: and to make payments towards the insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- w) To do all or any of the above things in any part of the world as is principal, agent, contractor, trustee or otherwise, and by or through trustees, agents or otherwise and either alone in conjunction with others.
- x) To acquire additional funding for pursuance of the main objects from individuals, private business, Government bodies, Departments of State and others who are not members of the Company and to use the same to further and advance the said principal objects.
- y) To pay out of the funds of the Company the costs of forming and registering the Company.
- z) To do all such other charitable things as the Company may think incidental or conducive to the attainment of the principal objects.

Provided that the Company shall not support with its funds any object nor endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a trade union and further provided that the Company shall not support with its funds any political party or organisation and shall at all times remain a non political organisation in its outlook and in its policies.

- 5 The income and property of the Company, whencesoever derived shall be applied solely towards the promotion of the principal objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid

or transferred directly or indirectly, by way of dividend, bonus or otherwise however by way of profit, to the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any office or servant of the Company, or to any member of the Company in return for any Services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Board of Directors or a committee of the Board shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit or moneys worth shall be given by the Company to any member of such Board or committee of the Board, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board or committee of the Board may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

6. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum and Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Revenue Commissioners. No amendments of any kind shall be made to the provisions of clauses 4 and 9 of the Memorandum of Association and no amendments shall be made to the Memorandum and Articles of Association to such an extent that they would alter the effect of clauses 4 and 9 of the Memorandum of Association unless same shall have been approved previously by the Minister for Enterprise Trade and Employment.
7. The preceding clauses 4 and 5 of this memorandum contain conditions subject to which a licence is granted to the Company by the Minister for Enterprise Trade and Employment in pursuance of Section 24 of the Companies Act, 1963.
8. The liability of the members is limited.
9. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payments of the debts and liability of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding €2.
10. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, and property whatsoever, the same

shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable or charitable institutions having main objects similar to the principal objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such charitable institution or charitable institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

- 11 Proper books of account shall be maintained by the Company which shall be available for inspection by the Revenue Commissioners upon application in writing to the Company. (Where the income of the company is in excess of €50 the accounts will be audited.)

## **Names, Addresses and Description of Subscribers**

Paul Cloake  
54 Ballyroan Road  
Dublin 16  
Marketing Manager

Mark De Salvo  
17 Woodview  
Celbridge  
County Kildare  
Investigator

Geraldine Grayden  
10 Bayview Drive  
Killiney  
County Dublin  
Bookkeeper

Fredericke Fredricks  
Atramon Farm  
County Wexford  
Housewife

Jacinta Walsh  
37 Matson Lodge  
Drogheda  
County Louth  
Accountant

Eamonn Stafford  
Dungar  
Roscrea  
Co Tipperary  
Architect/Surveyor

David Quinn  
20 Longford Terrace  
Monkstown  
County Dublin  
Business Manager

Dated this 17 day of February 2005  
Witness to the above signatures

Aisling Ardiss  
15 Prospect Ave  
Dublin 16

**COMPANIES ACTS, 1963 TO 2009  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**IRISH AUTISM ACTION**

(as amended by special resolutions on 26 February 2011 and 7 May 2011)

**INTERPRETATION**

**1. Definitions**

In these Articles the Regulations contained in Table C to the Companies Act, 1963 shall apply unless excluded or modified below.

In these Articles, unless the context otherwise requires the following expressions shall have the following meanings and cognate and derivative terms shall be construed accordingly:

"the Acts" mean the Companies Acts, 1963 to 2009 and "Act" means the Companies Act, 1963.

"these Articles" means these Articles of Association, as originally framed, or as from time to time altered by special resolution, and reference to an "Article" shall be construed accordingly.

"the Auditors" means the auditors or auditor for the time being of the Company.

"Board" means the board of Directors of the Company from time to time and reference to "a member of the Board" shall be construed accordingly.

"the Chairperson" means the person (if any) for the time being holding such office having been appointed thereto under the terms of these Articles.

"the Directors" means the Directors for the time being of the Company or Directors present at a meeting of the Board and reference to a "Director" shall be construed accordingly.

"Individual Member" means any person who has applied for and been appointed a member of the Company in accordance with the provisions of Article 3.2.

"Nominated Member"	means any person who has been nominated by a Nominating Body and appointed a member of the Company in accordance with Article 3.1.
"Nominating Body"	means any organisation, company, association, school, centre or body of persons (whether incorporated or not) whose aims and objectives are similar to and consistent with the objects of the Company.
"member(s)"	means any person(s) admitted to membership of the Company by the Directors.
"the Memorandum of Association"	means the memorandum of association for the time being of the Company.
"Month"	means calendar month.
"the Office"	means the registered office for the time being of the Company.
"the Register"	means the register of members to be kept as required by section 116 of the Act.
"the Seal"	means the common seal of the Company.
"the Secretary"	means the person appointed to perform the duties of secretary of the Company and includes a deputy or assistant secretary.
"the State"	means the Republic of Ireland.
"the Statutes"	means the Companies Acts, 1963 to 2009 and every statutory modification or re-enactment thereof for the time being in force concerning companies and affecting the Company and every other act or statutory instrument concerning companies and affecting the Company.
"the Vice-Chairperson"	means the person (if any) for the time being holding such office having been appointed thereto under the terms of these Articles
"Year"	means calendar year.

The masculine includes the feminine, the singular includes plural and vice versa.

Words importing persons include corporations.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Acts or any statutory modification thereof in force at the date on which these Articles became binding on the Company.

References to any provision of the Acts shall be construed as references to any statutory modification or re-enactment thereof from time to time in force.

The headings and captions included in these Articles are inserted for convenience or reference only and shall not be considered a part of or affect the construction or interpretation of these Articles.

## **MEMBERS**

**2.** The Members of the Company shall include the Subscribers.

**3. Membership:**

3.1 Each Nominating Body shall be entitled to nominate two persons to be members of the Company but any person so nominated shall not be deemed to be a member of the Company unless and until such person is admitted to membership by the Board. Any member nominated by a Nominating Body shall be referred to as a Nominated Member. For the avoidance of doubt each Nominating Body shall have two Nominated Members of the Company.

3.2 Any individual may apply to become a member of the Company but no applicant shall be deemed to be a member of the Company unless and until such individual is admitted to membership by the Board. Any individual appointed as a member in this manner shall be referred to as an Individual member.

3.3 The Directors may refuse to admit to membership any person who has applied for or has been nominated for membership of whom they do not approve.

3.4 In addition to the powers of admission to membership set out above, the Directors may admit to membership of the Company any person, company or body corporate whose admission would, in their opinion, be of special benefit to the Company and consistent with its objects. Any member so appointed shall be deemed to be an Individual Member

- 3.5 For the avoidance of doubt all members of the Company on the date of the adoption of these Articles shall be deemed to be Nominated Members and shall have the rights attaching to Nominated Members contained in these Articles.
- 3.6 All members, including Nominated and Individual Members, shall pay such annual subscription and other levies as may from time to time be prescribed by the Company in General Meeting. The membership of any such members who fail to pay their annual subscription or any other levy prescribed by the Company within six months of becoming due shall immediately cease.

#### **4. Nominating Bodies:**

- 4.1 Each Nominating Body shall be entitled from time to time to give notice in writing to the Secretary withdrawing its nomination of any member previously nominated for membership by such Nominating Body and requiring that he be removed from membership of the Company and upon receipt of such notice, the Company shall give effect thereto by removing the name of such member from the register of Members. The receipt of such notice in writing from the Nominating Body shall be sufficient authorisation to the Company and it is not obliged or entitled to enquire into the reason for the withdrawal of such nomination nor obliged or entitled to enquire if the Nominating Body has properly fulfilled and/or observed any of its own internal rules and regulations.
- 4.2 The Board shall have the power to determine the formula of words to be used by any Nominating Body terminating the membership of any of its nominees or nominating an alternative member in accordance with these Articles and may from time to time amend such formula but pending the establishment of any such formula and the notification to any such Nominating Bodies the Company shall be entitled through the Board to accept any notification which it deems sufficient to comply with these Articles.
- 4.3 Each Nominated Member shall have one vote at all General Meetings of the Company.
- 4.4 In the event that a Nominating Body ceases to be a member organisation of Irish Autism Action the members nominated by that Nominating Body will cease to be members of the company and their names will be removed from the register of members of the Company.

## **5. Conditions of Membership:**

- 5.1 No nomination of any person for membership of the Company shall be accepted unless their written consent to become a member of the Company shall at the same time be furnished to the Secretary.
- 5.2 No person other than the subscribers to the Memorandum of Association shall be deemed to be a member of the Company until his name has been entered in the Register of Members.
- 5.3 A member shall cease to be a member of the Company forthwith upon:-
- i. death;
  - ii. receipt by the company of his resignation in writing delivered to the Secretary by hand or by registered post (provided that if such resignation states that it shall take effect at some time other than the time of receipt, the member shall cease to be a member of the Company at the time so stated);
  - iii. the member becoming bankrupt or insolvent or making any arrangement or composition with his creditors general;
  - iv. the member being convicted of any indictable offence (other than an offence under the Road Traffic Acts) unless the Board otherwise determines;
  - v. his removal from membership under the provisions of Article 4.2 or cessation as a member under the provisions of Article 4.4;
  - vi. failure to pay any outstanding annual subscription and other levies prescribed by the Company within six months of becoming due in accordance with Article 3.6; or
  - vi his removal from membership in accordance with Article 5.4 below.
- 5.4 If the Board considers that a Member of the Company is acting in a way which is contrary to the policy of, and inimical to the interests of the Company, such a Member may be suspended or expelled from membership of the Company by a resolution of the full membership of the Board at a board meeting of the Company. Such a member shall cease to be a member forthwith on the passing of such resolution and the Directors shall give written notice to such member of his removal. A member so removed may at the absolute discretion of the Directors be re-admitted to membership upon such terms (if any) as the Directors at their discretion see fit.

- 5.4 i No action will be contemplated by the directors in respect of the provisions of article 5.4 until a code of conduct is proposed and approved by the members at a general meeting of the company.

## **6. Rights of Members:**

- 6.1 Nominated Members shall have the right to receive notice of, attend, speak and vote at all General Meetings of the Company.
- 6.2 Individual Members shall have the right to receive notice of, attend and speak at general meetings of the Company. For the avoidance of doubt Individual Members shall not have the right to vote at any general meeting of the Company.
- 6.3 The rights and liabilities attaching to any member (both Nominated Members and Individual Members) may be varied from time to time by Special Resolution at a general meeting of the Company and the Articles of Association of the Company shall be updated to reflect such variation of rights and liabilities.
- 6.4 No member of the Company shall be entitled to receive any dividend or bonus by way of profit provided that nothing herein contained shall prevent payment by way of reimbursement of payment made or costs, charges or expenses incurred by a member in the course of the Company's business.

## **GENERAL MEETINGS**

### **7. Annual General Meetings:**

- 7.1 Subject to Article 7.2, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
- 7.2 So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the year following. Subject to the last preceding Article, the annual general meeting shall be held at such time and place as the Board shall determine.
- 7.3 Each annual general meeting of the Company shall be held in the State unless all members entitled to attend and vote at such a meeting consent in writing to its being held elsewhere or a resolution providing that it be

held elsewhere has been passed at the preceding annual general meeting.

- 7.4 Every Nominated Member shall be entitled to propose policy decisions for consideration by the members at an annual general meeting. In order to be a valid proposal the text of the said proposal shall be signed by the member proposing and deposited at the registered office of the Company at least thirty days prior to the date set for the annual general meeting.

## **8. Extraordinary General Meetings:**

- 8.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 8.2 The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as is provided by Section 132 of the Act. If at any time there are not sufficient Directors capable of acting to form a quorum, any Director or any 15 members of the company having a right to attend and vote at general meetings of the Company (i.e. Nominated Members), may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board hereunder.

## **9. Notice of General Meetings:**

- 9.1 Subject to Sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by fourteen days' notice in writing at the least. The notice shall specify the day, the place and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given in a manner authorised by these Articles to such persons as are under these Articles entitled to receive such notices from the Company.
- 9.2 A general meeting, notwithstanding that it has been called by a shorter notice than that specified in the last preceding Article, shall be deemed to have been duly called if it is so agreed:-
- 9.2.1 In the case of a general meeting for the purpose only of passing one or more special resolutions, by a majority of the members having a right to attend and vote thereat, being a majority together

representing not less than 90% of the total voting rights at that general meeting; and

9.2.2 in the case of any other general meeting, by the Auditors and by all the members entitled to attend and vote thereat (i.e. Nominated Members).

9.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **10. Chairperson:**

The Chairperson, if any, shall preside as chairman at every general meeting of the Company, but, where there is no Chairperson or the Chairperson is not present and willing to act, the Directors present shall elect one of their number to be chairman of the meeting; but if no Director is willing to act as chairman or if no Director is present, the members present shall choose one of their number to be chairman of the meeting.

### **11. Special Business:**

All business shall be deemed special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the reappointment of the retiring Auditors and the fixing of the remuneration of the Auditors.

### **12. Quorum:**

12.1 No business shall be transacted at any general meeting unless a quorum of 12 Nominated Members is present at the time when the meeting proceeds to business.

12.2 If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, the member of members present have a right to attend and vote shall be a quorum.

**13. Adjournment:**

The chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case (of an original meeting). Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

**14. Poll:**

14.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

14.1.1 by the chairman of the meeting; or

14.1.2 by at least 3 Nominated Members present having a right to attend and vote.

The demand for a poll may be withdrawn.

14.2 Unless a poll is demanded as aforesaid, a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

14.3 A poll demanded on the election of a chairman of a meeting or on any question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the chairman of the meeting may direct. No notice need be given of a poll not taken immediately. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

14.4 Except as provided in Article 14.3, if a poll is duly demanded it shall be taken in such a manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

14.5 Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands is demanded, shall be entitled to a second or casting vote.

**15. Resolutions In Writing:**

Subject to Section 141 of the Act, a resolution in writing signed by all the Nominated Members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution at a general meeting of the Company duly convened and held and, if described as a special resolution, shall be deemed to be a special resolution within the meaning of the Act, and such resolution may consist of one document or two more documents to the same effect each signed by one or more such members.

**VOTES OF MEMBERS**

**16. Right to Vote:**

Every Nominated Member who is entitled to attend and vote at general meetings shall have one vote.

**17. Qualification of Voters:**

17.1 No Nominated Member shall be entitled to vote at any general meeting unless all sums immediately payable by him to the Company have been paid.

17.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

**18. Proxies:**

18.1 Votes may be given either personally or by proxy. A proxy may attend the general meeting to which the appointment relates and, in the absence of his appointer, may speak and vote thereat on such member's behalf. No

individual shall exercise more than 3 proxy votes on behalf of other members.

18.2 The instrument appointing a proxy shall be in any usual or common form and in writing under the hand of the member or of his attorney duly authorised in writing. A proxy need not be a member of the Company.

18.3 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of authority, shall be deposited at the Office or at such other place as is specified for that purpose in the notice convening the meeting, before the commencement of the meeting or adjourned meeting at which the person named in the instrument purposed to vote, or in the case of a poll, before the commencement of the taking of the poll, and, in default, the instrument of proxy shall not be treated as valid; provided that:-

18.3.1 In the case of a meeting which is adjourned to, or a poll which is to be taken on, a date which is less than seven days after the date of the meeting which was adjourned or at which the poll was demanded, it will be sufficient if the instrument of proxy and any such authority and certification thereof as aforesaid is deposited as aforesaid at the commencement of the adjourned meeting or the taking of the poll; and

18.3.2 An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so deposited for the purposes of any meeting will not require to be deposited again for the purposes of any subsequent meeting to which it relates.

18.4 The deposit of an instrument of proxy in respect of a meeting will not preclude a member from attending and voting at the meeting or at any adjournment thereof. The instrument appointing a proxy will be valid, unless the contrary is stated therein, as well for any adjournment of the meeting as for the meeting to which it relates.

## **19. Directors:**

19.1 The minimum number of Directors shall be three and the maximum number shall be thirteen and they shall include:-

- (i) Two representatives from the business community who shall be appointed by the Board;
- (ii) One Autism professional who shall be appointed by the Board;
- (iii) One self aware individual who shall be appointed by the Board; and

- (iv) Not more than nine other persons who shall be appointed either by the Nominated Members by ordinary resolution at an annual general meeting or by unanimous resolution of the Board.

In the event that the number of proposed directors nominated by the Nominated Members exceeds the number of vacancies that exist at any particular time a vote shall take place at the annual general meeting with the nominees that receive the highest number of votes being appointed to fill the vacancies. In the event of a deadlock, the nominees shall draw lots.

- 19.2 A person may serve as director of the Company for a period not exceeding 5 years (if re-elected pursuant to these Articles) after which time he must resign from office. A person having served as a Director of the Company for a period of 5 years will not be eligible for re-election as a Director of the Company for a further period of at least 1 year.
- 19.3 No person other than a retiring Director shall be eligible for election as a Director unless he is nominated not later than 10 days before each Annual General Meeting. Nominations must be on the prescribed form and must state clearly the full name, address and occupation of each person nominated, and must be signed by 2 Nominated Members of the Company and by the nominee signifying his willingness to act. Retiring Directors may be proposed from the floor at an Annual General Meeting.
- 19.4 If at any meeting at which an election of Directors ought to take place, the places of the vacating Directors are not filled, the vacating Directors or such number of them as have not had their places filled shall be deemed to have been re-elected at that meeting.

## **20. Board of Directors:**

- 20.1 The Executive Committee of the Irish Autism Alliance shall, from within its membership, nominate those persons to act as the first directors of the Company. The Board will continue in office until the first Annual General Meeting.
- 20.2 The term of office of each director shall be no more than one year and each director shall retire at the company's AGM.
- 20.3 Any retiring Director shall be eligible for re-election subject to Article 19.2
- 20.4 The reimbursement of such members of the Board as shall provide services to the Company shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Board may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning

from meetings of the Company or in connection with the business of the Company.

**21. Directors' Other Interests:**

- 21.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board in accordance with Section 194 of the Act.
- 21.2 A Director shall not vote in respect of any contract, appointment or arrangement in which he is interested, but he shall be counted in the quorum present at the meeting of the Board.
- 21.3 Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; but nothing herein contained shall authorise a Director or his firm to act as Auditors.

**POWERS AND DUTIES OF DIRECTORS**

**22. General Powers:**

Subject to policy decisions formulated at General Meetings of the Company the business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Companies Acts, 1963 to 2009 or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any such directions, being not inconsistent with the aforesaid Articles or provisions, as may be given by the Company in general meeting; but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

**23. Powers to Borrow and Grant Security:**

The Directors may exercise all powers of the Company to borrow money up to an amount of €150,000 and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock or other securities whether outright or as security for any debt, liability or obligation of the Company or any third party. Any proposed borrowings or liability to be incurred in excess of €150,000 shall first be approved by an ordinary resolution of the members.

**24. Pensions and Benefits:**

The Directors may provide benefits, whether by way of pensions, gratuities or otherwise, for any person who holds or has held any employment with the Company, a member of the Company and to any member of his family or any person who is or was dependent on him, and may set up, establish, support, alter, maintain and continue any scheme for providing all or any such benefits, and for such purposes any Director may be, become or remain a member of, or rejoin, any scheme, and receive or retain for his own benefit all benefits. The Directors may pay out of the funds of the Company any premiums, contributions or sums payable by the Company under the provisions of any such scheme in respect of any persons or class of persons above referred to who are or may be or become members thereof.

**25. Power to Appoint Attorneys:**

The Directors may from time to time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

**26. Power to have Seal Abroad:**

The Company may exercise the powers conferred by Section 41 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

**27. Cheques etc:**

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

**28. Shares in Other Companies:**

The Directors may exercise the voting powers conferred by the shares of any other company held or owned by the Company in such manner in all respects as they think fit and in particular they may exercise the voting powers in favour of any resolution appointing members of the Board of Director's or any of them as directors or officers of such other company or providing for the payment of remuneration or

pensions to the directors or officers of such other company. Any member of the board may vote in favour of the exercise of such voting rights, notwithstanding that he may be or may be about to become a director or officer of such other company, and as such or in any other manner is or may be interested in the exercise of such voting rights in the manner aforesaid.

**29. Minutes:**

29.1 The Directors shall cause minutes to be made in books provided for the purpose:-

- 29.1.1 of all appointments of officers made by the Directors;
- 29.1.2 of the names of the Directors present at each meeting of the Board; and
- 29.1.3 of all resolutions and proceedings at all meetings of the Company and of the Board.

**30. Disqualification of Directors:**

30.1 The office of Director shall be vacated if the Director:-

- 30.1.1 dies;
- 30.1.2 is adjudged bankrupt or insolvent or makes any arrangement or composition with his creditors generally;
- 30.1.3 becomes prohibited from being a Director of the Company by reason of any declaration or order made under Section 150 or 160 of the Companies Act, 1990;
- 30.1.4 becomes of unsound mind;
- 30.1.5 resigns his office by notice in writing to the Company;
- 30.1.6 is convicted of an indictable offence unless the Directors otherwise determine;
- 30.1.7 is for more than six months absent without permission of the Directors from meetings of the Directors held during that period shall not during such period have attended in his place, and the Directors pass a resolution that by reason of such absence he has vacated office;

- 30.1.8 is removed from office of Director pursuant to Section 182 of the Act;
- 30.1.9 is required in writing by all his co-Directors or a majority thereof to resign;
- 30.1.10 holds office only by virtue of him being Chairperson and his term as Chairperson ends, for whatever reason; or
- 30.1.11 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by Section 194 of the Act as amended.

### **APPOINTMENT OF DIRECTORS**

#### **31. Statutory Removal and Replacement:**

- 31.1 The Company may, by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.
- 31.2 Notwithstanding the provisions of Article 19.1 the Board may co-opt another person in place of a Director removed from office under Article 33.1 and may appoint any person to be a Director either to fill a casual vacancy or as additional Director.

### **PROCEEDINGS OF THE BOARD**

#### **32. Notice of Meetings:**

The Chairperson may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. Any Director may waive notice of any meeting, and any such waiver may be retrospective. If the Directors resolve, it shall not be necessary to give notice of a meeting of the Board to a Director who, being a resident of the State is for the time being absent from the State.

#### **33. Regulation of Meetings:**

- 33.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that the Board shall meet at least 6 times in each calendar year. Questions arising at any meeting shall be decided by a majority of votes, save that decisions to:-

- 33.1.1 dispose of some or all of the Company's assets;
- 33.1.2 dismiss the Chief Executive; and
- 33.1.3 incur a financial liability on behalf of the Company in excess of €50,000

shall each require the agreement of two-thirds of the full membership of the Board.

- 33.2 The appointment of additional directors by the Board in accordance with article 19.1 shall be by unanimous resolution of the Board.
- 33.3 Where there is an equality of votes the Chairperson shall have a second or casting vote.
- 33.4 The Chairperson, if any, shall preside as chairperson at every meeting of the Board, but if there is no Chairperson or the Chairperson is not present and willing to act, the Directors present may choose one of their number to act as chairperson of that meeting.
- 33.4 The quorum necessary for the transaction of the business of the Board shall be such number of the Directors present in person as is equal to at least one half of the number of Directors in office from time to time.

#### **34. Electronic Meetings:**

The Chairperson and any Director may participate in a meeting of the board or any Advisory Committee by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other speak and such participation in a meeting shall constitute presence in person at the meeting.

#### **35. Vacancies:**

The Board may act notwithstanding any vacancy in its number but if and so long as its number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board, the continuing members or member of the Board may act for the purpose of summoning a general meeting of the Company but for no other purpose.

#### **36. Committees:**

- 36.1 The Board may delegate any of its powers to Committees as it thinks fit; any Committee shall consist of one or more member or members of the Board and the board shall be entitled to appoint such other person or persons as

they consider expedient to a Committee, and to fix the remuneration of any such person; and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. Subject to any such regulations, the proceedings of a Committee with two or more members shall be governed by the provisions of these Articles regulating the proceedings of the Board so far as they are capable of applying. Each committee shall minute meetings and circulate such minutes to the Board.

- 36.2 The Board shall set terms of reference and appoint a Chairperson to each committee. The Chairperson of the Board or any such other Director as determined by the Board shall act as Chairperson of every committee.
- 36.3 A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, where there is an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 36.4 All acts done by any meeting of the Board or of a Committee or by any person acting as a Director or a member of a Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director, or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director or a member of such Committee.
- 36.5 The Company shall have a Finance Committee as a standing committee.

**37. Directors' and Committees' Resolutions In Writing:**

- 37.1 A resolution in writing signed by all of the Directors shall be as valid as if it had been passed at a meeting of the Board duly convened and held.
- 37.2 A resolution in writing signed by each member of any Committee shall be as valid as if it had been passed at a meeting of that Committee duly convened and held.
- 37.3 Such a resolution may consist of one document or two or more documents to the same effect each signed by one or more of the signatories.
- 37.4 Such documents when duly signed may (unless the Directors shall otherwise determine either generally or in any specific case) be delivered or transmitted by electronic transmission.

**38. Chairperson:**

- 38.1 The Board shall elect members of the Board as its Chairperson and Vice-Chairperson.
- 38.2 The term of office of the Chairperson and Vice Chairperson shall be 1 year subject to eligibility.
- 38.3 The Board shall at its first meeting elect the Chairperson of Irish Autism Action at the time of incorporation as the first Chairperson of the Company. The first Chairperson will continue in office until the first Annual General Meeting of the Company at which the incoming Chairperson will be installed
- 38.4 The Board shall at its first meeting elect the Vice-Chairperson of Irish Autism Action as Vice-Chairperson of the Company.
- 38.5 In the event of the Chairperson being unable to continue, either permanently or temporarily, as Chairperson, the Vice-Chairperson shall act until the Chairperson resumes office or until a new Chairperson is appointed in accordance with the provisions of these Articles.

**39. Secretary:**

- 39.1 Subject to Section 3 of the Companies (Amendment) Act, 1983 the Board shall appoint a Secretary for such term and upon such conditions as they may think fit and any Secretary so appointed may be removed by the Board by majority decision.
- 39.2 A provision of the Companies Acts, 1963 to 2009 or these Articles requiring or authorising a thing to be done by a Director and the Secretary shall not be satisfied by it being done by the same person acting both as Director and as, or in place of, the Secretary.
- 39.3 The Secretary shall report to the Annual General Meeting on the working of the Company since the previous meeting.
- 39.4 The Secretary shall give 10 days notice in writing of the date of any Board meeting. He shall be empowered to fix a particular day unless specifically directed by the Board.
- 39.5 The Secretary shall give notice of General Meetings of the Company subject to Article 12.
- 39.6 The Secretary shall be responsible for making such returns to the Companies Registration Office as may be required under the Acts.

**40. Chief Executive Officer:**

40.1 The Board shall employ a Chief Executive Officer for such period and on such terms as to remuneration and otherwise as they reasonably think fit and subject to the terms of any agreement entered into in any particular case, the Company may terminate such employment under the provisions of Article 33.1.2 hereof (subject to Section 182 of the Act, if applicable). A Chief Executive so employed shall implement the policy of the Company as directed by the Board and subject always to the powers of the Board shall in particular be responsible for:-

40.1.1 the day to day management of the Company;

40.1.2 the recruitment of the employees of the Company on behalf of the Company within the budget previously approved by the Board;

40.1.3 presenting a general report at each meeting of the Board containing a briefing about the activities and business of the Company during each interval between meetings.

**41. Company Seal:**

The Seal shall be used only by the authority of the Board or a committee of Directors authorised by the Board in that behalf and every instrument to which the Seal shall be affixed shall be signed by either two Directors of the Company or one Director and the Secretary.

**42. Accounts:**

42.1 The Board shall cause proper books of accounts to be kept relating to:-

42.1.1 all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

42.1.2 all sales and purchases of goods by the company; and

42.1.3 the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

42.2 The Company shall have a standing Finance Committee to assist the Board in executing its financial accountability responsibilities. The duties,

responsibilities and terms of reference of the Finance Committee shall be determined by the Board.

- 42.3 The books of account shall, subject to section 202 of the Companies Act, 1990, be kept at such place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
- 42.4 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members who are not Directors, and a member who is not a Director shall have no right to inspect any account or book or document of the Company except as conferred by law or authorised by the Directors or by the Company in general meeting.
- 42.5 The Board shall from time to time cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by the Companies Acts, 1963 to 2009 to be prepared and laid before the annual general meeting of the Company
- 42.6 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the Directors' report and Auditors' report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

**43. Audit:**

Auditors shall be appointed and their rights and duties regulated in accordance with the provisions of the Companies Acts, 1963 to 2009.

**44. Notices:**

- 44.1 A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have effect in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 44.2 Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- 44.2.1 every member entitled to attend thereat;

44.2.2 every Director; and

44.2.3 the Auditors.

**45. General Indemnity:**

Subject to Section 200 of the Act, every Chairperson, Director, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under Section 391 of the Act in which relief is granted to him by the court.

**46. Application of Income and Property:**

The income and property of the Company, whensoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no Director or member of any Committee shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and no remuneration or other benefit in money or moneys worth shall be given by the Company to any director or member of any Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a director or member of any Committee may be a member, and in which such member shall not hold more than one hundredth of part of the capital, and such member shall not be bound to account for any shares of profits he may receive in respect of any such payment. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Company but shall be given or transferred to some other body or bodies having objects similar in whole or in part to the objects of the Company and which shall prohibit the distribution of its or their income among its or their members to an extent at least as great as is imposed upon the Company under and by virtue of paragraph (a) hereof, such body to be determined by the members of the Company at or before the time of dissolution and in default thereof by such Judge of the High Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects or object.

## **NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS**

Paul Cloake  
54 Ballyroan Road  
Dublin 16  
Marketing Manager

Mark De Salvo  
17 Woodview  
Celbridge  
County Kildare  
Investigator

Geraldine Grayden  
10 Bayview Drive  
Killiney  
County Dublin  
Bookkeeper

Fredericke Fredricks  
Atramon Farm  
County Wexford  
Housewife

Jacinta Walsh  
37 Matson Lodge  
Drogheda  
County Louth  
Accountant

Eamonn Stafford  
Dungar  
Roscrea  
Co. Tipperary  
Architect/Surveyor

David Quinn  
20 Longford Terrace  
Monkstown  
County  
Business Manager  
Dublin

Dated this 17 day of February  
Witness to the above signatures:  
Aisling Ardiss  
15 Prospect Ave  
Dublin 16